

APR 05 '11 -11 15 AM

SURFACE TRANSPORTATION BOARD

# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

VIA UPS 2<sup>nd</sup> DAY AIR

March 31, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street S.W., Suite 100  
Washington, D. C. 20423-0001  
Attn: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated March 24, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 29661.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: JBS USA, LLC  
1770 Promontory Circle  
Greeley, CO 86034

A description of the railroad equipment covered by the enclosed document is for thirty eight (38) tank cars; having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures  
(JBSW003)

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ASSGN. NO.: JBSW003

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 24<sup>th</sup> day of March, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and JBS USA, LLC ("Lessee"), a Delaware corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 21, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 7, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard E. SeymourName: Richard E. SeymourTitle: PresidentBy: K. A. DombrowskiName: K. A. DombrowskiTitle: DIRECTOR OF DOCUMENTATIONExecuted on this 24<sup>th</sup> day of March, 2011.

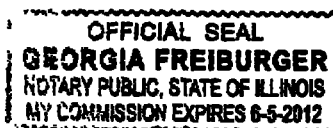
[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD E. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24<sup>th</sup> day of March, 2011.Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)

LESSEE:

JBS USA, LLC

ATTEST:

By: [Signature]

Name: Dennis Roerty

Title: Treasurer

By: [Signature]

Name: Heath Hunter

Title: Finance Manager

Executed on this 7<sup>th</sup> day of March, 2011.

[CORPORATE SEAL]

STATE OF Colorado

COUNTY OF Weld

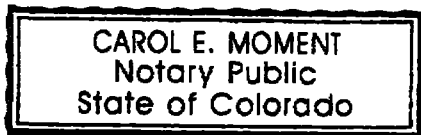
I, CAROL E. MOMENT, a Notary Public of the County and State aforesaid, certify that Dennis Roerty personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7<sup>th</sup> day of March, 2011.

[Signature]  
Notary Public

Commission Expires:

April 09, 2014  
(Notary Public)



My Commission Expires April 09, 2014

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:**                      Thirty-eight (38)

**DESCRIPTION OF CARS:**              Tank Cars.

**CAR NUMBERS:**

FURX 125614	FURX 125701
FURX 125621	FURX 125704
FURX 125632	FURX 125709
FURX 125636	FURX 125714
FURX 125640	FURX 125721
FURX 125648	FURX 125725
FURX 125651	FURX 125747
FURX 125652	FURX 125748
FURX 125656	FURX 125749
FURX 125657	FURX 125750
FURX 125663	FURX 125764
FURX 125664	FURX 125766
FURX 125665	FURX 125767
FURX 125671	FURX 125772
FURX 125673	FURX 125773
FURX 125676	FURX 125776
FURX 125677	FURX 125779
FURX 125685	FURX 125781
FURX 125697	Count:        38
FURX 125698	